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23 UNITED STATES DISTRICT COURT
24
25 NORTHERN DISTRICT OF CALIFORNIA
26
27 SAN FRANCISCO DIVISION

28 GOOGLE LLC,
29 Plaintiff,
30
31 vs.
32 SONOS, INC.,
33 Defendant.

Case No. 3:20-cv-06754-WHA
Related to Case No. 3:21-cv-07559-WHA

**DECLARATION OF JOCELYN MA IN
SUPPORT OF GOOGLE LLC'S REVISED
OMNIBUS ADMINISTRATIVE MOTION
TO FILE UNDER SEAL PURSUANT TO
THE COURT'S ORDER RE NEW
MOTIONS TO SEAL (DKT. 846)**

1 I, Jocelyn Ma, declare and state as follows:

2 1. I am an attorney licensed to practice in the State of California and am admitted to
 3 practice before this Court. I am an associate at Quinn Emanuel Urquhart & Sullivan LLP representing
 4 Google LLC (“Google”) in this matter. I have personal knowledge of the matters set forth in this
 5 Declaration, and if called as a witness I would testify competently to those matters.

6 2. I make this declaration in support of Google’s Revised Omnibus Administrative
 7 Motion to File Under Seal Pursuant to the Court’s Order Re New Motions to Seal (Dkt. 846)
 8 (“Revised Omnibus Administrative Motion”). If called as a witness, I could and would testify
 9 competently to the information contained herein.

10 3. The Revised Omnibus Administrative Motion seeks an order sealing the materials
 11 identified in the charts contained within the motion. The documents or portions thereof identified in
 12 that chart contain or refer to information that Google believes should be sealed under the applicable
 13 legal standards after a careful review to narrow its requests to seal in the individual administrative
 14 motions to file under seal and supporting declarations filed previously in this case. For ease of
 15 reference, the “Basis for Sealing” column of the chart in the Revised Omnibus Administrative Order
 16 cites to paragraphs in this supporting declaration that explain why each type of information should be
 17 sealed.

18 A. **Legal Standard**

19 4. I understand that requests for sealing in the context of non-dispositive motions are
 20 analyzed under the “good cause” standard of the Federal Rule of Civil Procedure 26(c). *Kamakana v.*
21 City & Cnty. of Honolulu, 447 F.3d 1172, 1180 (9th Cir. 2006) (quoting *Foltz v. State Farm Mutual*
22 Auto Insurance Co., 331 F.3d 1122, 1135, 1138 (9th Cir. 2003)). Federal Rule of Civil Procedure
 23 26(c) provides in relevant part that “[t]he court may, for good cause, issue an order to protect a party
 24 or person from annoyance, embarrassment, oppression, or undue burden or expense, including one or
 25 more of the following: (A) forbidding the disclosure . . . ; . . . (G) requiring that a trade secret or other
 26 confidential research, development, or commercial information not be revealed” Fed. R. Civ. P.
 27 26(c)(1) (emphases added).

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1 5. I understand that requests for sealing in the context of dispositive motions are analyzed
 2 under the “compelling reasons” standard. *Kamakana*, 447 F.3d at 1178. Material should be sealed
 3 under the heightened “compelling reasons” standard to prevent “the use of records to gratify private
 4 spite, promote public scandal, circulate libelous statements, or release trade secrets” (*id.*), as well as to
 5 prevent court records from becoming “sources of business information that might harm a litigant’s
 6 competitive standing,” Nixon v. Warner Commc’ns, Inc., 435 U.S. 589, 598 (1978).

7 **B. Google’s Source Code and Technical Product Information**

8 6. Certain documents or portions thereof identified in Charts A and B filed as attachments
 9 to Google’s Revised Omnibus Administrative Order that should be sealed because they contain source
 10 code for Google’s products, describe the operation of source code for Google’s products, detail the
 11 operation of Google’s technology, discuss highly confidential flows of source code that provide
 12 details regarding the operation, organization, and hierarchy of such source code, and reference other
 13 related technical information—including for products and technology that were not at issue during the
 14 trial and thus were not discussed in open court. I understand that Google considers and treats this
 15 information to as trade secret, competitively sensitive, highly confidential, and proprietary, and does
 16 not disclose this information publicly. I understand that the public disclosure of information would
 17 harm the competitive standing that Google has earned through years of innovation by allowing
 18 Google’s competitors to benefit from Google’s proprietary source code and technical information
 19 when developing the same or similar products because properly structured and efficient source code is
 20 superior to source code that is not, both for maintenance and in operation. Furthermore, I also
 21 understand that revealing Google’s proprietary source code would pose an increased security risk to
 22 Google by exposing the workings and flows of Google source code such that hostile parties may be
 23 able to learn how to exploit portions of the source code, potentially resulting in privacy issues for
 24 consumers, unauthorized use of copyrighted or proprietary content, among other issues. Accordingly,
 25 if this information were made public, Google’s competitive standing would be harmed and Google’s
 26 security would be at risk.

27 7. Certain documents or portions thereof identified in Chart B filed as an attachment to
 28 Google’s Revised Omnibus Administrative Order should be sealed because they reference highly

1 confidential information regarding the number and locations of Google's content delivery network, the
 2 caching hierarchy of servers in the content delivery network, and information regarding how requests
 3 for media are directed across the servers in the content delivery network. I understand that Google
 4 considers and treats this information as highly confidential business information, and does not disclose
 5 this information publicly. The public disclosure of such financial information would competitively
 6 harm Google by giving competitors an advantage in developing similar products by providing them
 7 with Google's highly-confidential and proprietary information and could potentially jeopardize the
 8 security of Google's server networks. I also understand that this information was not at issue in this
 9 litigation or discussed in open court at trial. Accordingly, if this information were made public,
 10 Google's competitive standing would be harmed and Google's security would be at risk.

11 **C. Personally Identifiable Information of Google Employees**

12 8. Certain documents or portions thereof identified in Chart B filed as an attachment to
 13 Google's Revised Omnibus Administrative Order should be sealed because they contain references to
 14 personally identifiable information, including a Google employee's home address. This information is
 15 not relevant to the merits of the litigation, and I understand that the public disclosure of this
 16 information may cause privacy and/or security issues for the Google employee and his family.

17 **D. Google's Confidential Business Information**

18 9. Certain documents or portions thereof identified in Chart C filed as an attachment to
 19 Google's Revised Omnibus Administrative Order should be sealed because they reference highly
 20 sensitive product revenue and sales data—including for products and technology that were not at issue
 21 during the trial and thus were not discussed in open court, such as the YouTube applications. I
 22 understand that Google considers and treats this information to as highly confidential business
 23 information, and does not disclose this information publicly. I understand that the public disclosure of
 24 such financial information would harm Google's competitive standing and create a risk of injury by
 25 providing Google's competitors with information that Google does not have similar access to about
 26 their competitors, allowing the competitors to gain a competitive advantage in the market place. It
 27 would also reveal to suppliers, retailers, and other parties information that they could use to gain an
 28 advantage when negotiating contracts and agreements with Google. Accordingly, if this information

1 were made public, Google's competitive standing would be harmed. In addition, I understand that this
2 information was not utilized by either party during trial to calculate damages.

3 10. Certain documents or portions thereof identified in Chart C filed as an attachment to
4 Google's Revised Omnibus Administrative Order should be sealed because they reference highly
5 confidential business information, including internal surveys, conjoint studies, and lifetime value
6 analyses regarding Google products, and internal emails between Google employees and documents
7 regarding business strategy and future plans for Google products—many of which were not discussed
8 during trial in open court. I understand that Google considers and treats this information as highly
9 confidential business information, and does not disclose this information publicly. I also understand
10 that the public disclosure of such financial information would harm Google's competitive standing
11 and create a risk of injury by providing Google's competitors with information that Google does not
12 have similar access to about their competitors, allowing the competitors to gain a competitive
13 advantage in the market place, including by releasing same or similar products. It would also provide
14 Google's competitors with an unfair advantage by allowing them to benefit from Google's research
15 and development to compete against Google. Accordingly, if this information were made public,
16 Google's competitive standing would be harmed.

17 11. Certain documents or portions thereof identified in Chart C filed as an attachment to
18 Google's Revised Omnibus Administrative Order should be sealed because they reference the
19 existence and terms of confidential agreements that were not at issue at trial and thus not discussed in
20 open court—including patent licensing and purchase agreements and a term sheet between Google and
21 Sonos—as well as confidential licensing negotiations between Google and Sonos. I understand that
22 Google considers and treats this information as highly confidential business information, and does not
23 disclose this information publicly. I also understand that the public disclosure of such financial
24 information would harm Google's competitive standing and its ability to negotiate future licensing
25 agreements by giving competitors access and insight into Google's highly confidential business
26 thinking, asymmetrical information about Google's licensing strategies, and Google's prior licensing
27 terms to other entities. Accordingly, if this information were made public, Google's competitive
28 standing would be harmed.

1 12. Certain documents or portions thereof identified in Chart C filed as an attachment to
2 Google's Revised Omnibus Administrative Order should be sealed because they reference internal,
3 non-public usage metrics for the YouTube applications, installations data for Google applications
4 identified by each fiscal quarter, and installations and financial data for third-party IFTTT. I
5 understand that the information regarding the YouTube applications was not at issue during trial, that
6 Sonos's damages theory based on IFTTT was ultimately excluded as unreliable, and that the data for
7 the Google applications was not discussed at trial in open court at this level of granularity. I
8 understand that Google considers and treats this information as highly confidential business
9 information, and does not disclose this information publicly. The public disclosure of this information
10 could harm Google's competitive standing and create a risk of injury by providing competitors with
11 access to information that Google does not have similar access to about their competitors, and could
12 allow competitors to gain an unfair advantage over Google in future business or licensing negotiations
13 that may be affected by metrics and usage of Google's applications. It may also allow competitors
14 and/or bad actors to manipulate or gain insight into how Google maintains its data. In addition,
15 Google has an interest in protecting the financial and metrics data of the apps written by third parties
16 and distributed on the Google Play Store, as developers may be less inclined to work with Google in
17 the future if such data is publicly disclosed. Accordingly, if this information were made public,
18 Google's competitive standing would be harmed.

19 **E. Compensation Information for Google's Employees**

20 13. Certain documents or portions thereof identified in Chart C filed as an attachment to
21 Google's Revised Omnibus Administrative Order should be sealed because they reference
22 compensation information for Google engineers. I understand that Google considers and treats this
23 information as confidential business information, and does not disclose this information publicly. I
24 also understand that the public disclosure of such compensation information would harm Google's
25 competitive standing as an employer by impairing future negotiations with other employees and
26 undermining Google's ability to hire or retain employees. It would also give competitors access to
27 information that Google does not have similar access to about their competitors, allowing them to gain
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1 a competitive advantage when hiring. Accordingly, if this information were made public, Google's
2 competitive standing would be harmed.

3 I declare under penalty of perjury under the laws of the United States of America that to the
4 best of my knowledge the foregoing is true and correct. Executed on August 9, 2023, in San
5 Francisco, California.

6 DATED: August 9, 2023

7 By: */s/ Jocelyn Ma*
8 Jocelyn Ma

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1 **ATTESTATION**

2 I, Sean Pak, am the ECF user whose ID and password are being used to file the above
3 Declaration. In compliance with Civil L.R. 5-1, I hereby attest that Jocelyn Ma has concurred in the
4 aforementioned filing.

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6 DATED: August 9, 2023

7 */s/ Sean Pak* _____

8 Sean Pak

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